

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
----- x

ORDER PURSUANT TO FED. R. BANKR. P. 7026, 7030 AND 9016 (A) QUASHING TRIAL SUBPOENAS ISSUED TO MEMBERS OF DEBTORS' AUDIT COMMITTEE AND ISSUING PROTECTIVE ORDER RELATED THERETO, (B) ISSUING A PROTECTIVE ORDER TO LIMIT THE SCOPE OF THE DEPOSITION OF ROBERT DELLINGER TO ONLY THOSE MATTERS PERTAINING DIRECTLY TO THE DEBTORS' MOTION FOR ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF DELOITTE & TOUCHE LLP, AND (C) DENYING LEAD PLAINTIFFS' MOTION TO COMPEL DEPOSITION TESTIMONY AND THE PRODUCTION OF DOCUMENTS IN CONNECTION WITH THE DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 327(A), 328(A), AND 1107(B) AUTHORIZING EMPLOYMENT AND RETENTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS AND ACCOUNTANTS TO DEBTORS, EFFECTIVE NUNC PRO TUNC TO OCTOBER 8, 2005 AND OBJECTIONS FILED THERETO

Upon the Debtors' (I) Motion (A) To Quash Trial Subpoenas Issued To Members Of Debtors' Audit Committee And For Protective Order And (B) For A Protective Order To Limit The Scope Of The Deposition Of Robert Dellinger To Only Those Matters Pertaining Directly To The Debtors' Motion For Order Authorizing Employment And Retention Of Deloitte & Touche LLP And (II) Objection To Lead Plaintiffs' Motion To Compel Deposition Testimony And The Production Of Documents In Connection With The Debtors' Motion For Order Under 11 U.S.C. §§ 327(A), 328(A), And 1107(B) Authorizing Employment And Retention Of Deloitte & Touche LLP As Independent Auditors And Accountants To Debtors, Effective Nunc Pro Tunc

To October 8, 2005 And Objections Filed Thereto, dated December 29, 2005 (the "Motion")<sup>1</sup> filed by Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), pursuant to Federal Rules of Civil Procedure 26(c), 30(d)(4) and 45, made applicable in these bankruptcy proceedings through Rules 7026, 7030 and 9016, respectively, of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Lead Plaintiffs' Motion to Compel is hereby DENIED.
2. The Subpoenas issued to Robert H. Brust, Oscar De Paula Bernardes Neto, John D. Opie, and John Walker, members of Delphi's Audit Committee, are hereby QUASHED and a protective order is hereby issued to prevent the Lead Plaintiffs from obtaining testimony or information they are otherwise barred from obtaining related thereto.
3. A PROTECTIVE ORDER is hereby ISSUED from this Court disallowing the Lead Plaintiffs to engage in any further deposition of Mr. Dellinger, and requiring that the Lead Plaintiffs forego any answers to those questions as to which Mr. Dellinger refused to answer on the basis of their being outside the proper scope of discovery for this matter.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

---

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Motion.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
January \_\_, 2006

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE